

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARRAH'S ENTERTAINMENT, INC., and
HARRAH'S OPERATING COMPANY, INC.

(Delayed Public Offering)

SECOND REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 7, 2005, and before the Nevada Gaming Commission ("Commission") on December 22, 2005, in Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been
filed:

a. The application of Harrah's Entertainment, Inc. for an amendment to its
previously approved continuous or delayed public offering Revised Order dated June 10, 2005;

b. The applications of Harrah's Operating Company, Inc. for (i) an
amendment to its previously approved continuous or delayed public offering Revised Order
dated June 10, 2005, and (ii) approval to place restrictions upon the transfer of, and to enter into
agreements not to encumber, the equity securities of Harrah's Imperial Palace Corp. in
conjunction with a continuous or delayed public offering; and

c. The application of Harrah's Imperial Palace Corp. for approval to guarantee securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a continuous or delayed public offering.

2. THAT for a period of eleven months, Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") are each granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the eleven month period, Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and their Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and their Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Harrah's Entertainment, Inc., or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of eleven months, Harrah's Operating Company, Inc., is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Rio Hotel & Casino, Inc., Harveys Casino Resorts, Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Parball Corporation, Consolidated Supplies and Services, Harrah's Imperial Palace Corp. and Caesars World, Inc. in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of eleven months, Rio Hotel & Casino, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Rio Properties, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of eleven months, Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of eleven months, Parball Corporation is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of FHR Corporation and Flamingo Laughlin, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of eleven months, Caesars World, Inc. is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter

into agreements not to encumber, the equity securities of Caesars Palace Corporation, in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of eleven months, Caesars Palace Corporation is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Desert Palace, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

10. THAT for a period of eleven months, Desert Palace, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Tele/Info., Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

11. THAT for a period of eleven months, Harrah's Operating Company, Inc., Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Rio Properties, Inc., Harveys Tahoe Management Company, Inc., Parball Corporation, Desert Palace, Inc., Flamingo Laughlin, Inc., FHR Corporation, Tele/Info, Inc., Harrah's Imperial Palace Corp. and Consolidated Supplies, Services and Systems are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 22nd day of December 2005.